The Procter & Gamble Company Board of Directors
Audit Committee Charter

I. **Purposes**. The Audit Committee (the "Committee") is appointed by the Board of Directors for the primary purposes of:

A. Assisting the Board in its oversight of:

1. accounting, financial reporting and disclosure processes and adequacy of systems of disclosure and internal control established by management;

2. the quality and integrity of the Company's financial statements;

3. the Company's compliance with legal, tax and regulatory requirements;

4. the Company's overall risk management profile;

5. the independent auditor's qualifications and independence;

6. the performance of the Company's internal audit function and independent auditor; and

7. the performance of the Company's ethics and compliance function.

B. Preparing the annual Committee report to be included in the Company's proxy statement.

II. **Duties and Responsibilities**. Company management is responsible for preparing financial statements; the Committee's primary responsibility is oversight of management's financial reporting and disclosure. To carry out this responsibility, the Committee will undertake the following activities:

A. **General.**

1. To develop and maintain free and open means of communication with the Board, the Company's independent auditor, the Company's internal auditors, the Company's ethics and compliance program leadership, and the financial and general management of the Company;

2. To perform any other activities as the Committee deems appropriate, or as are requested by the Board, consistent with this Charter, the By Laws of the Board of Directors and applicable law;

3. To review at least annually and update, as appropriate, this Charter, which will be published on the Company's website;

4. To report regularly to the Board and to review with the Board any significant issues that arise with respect to the items listed in I.A.1 through I.A.7 above; and

5. To review and approve all related person transactions in accordance with the Related Person Transaction Policy.

B. **Company's Financial Statements and Published Information.**

1. At least annually, to review:

   a) major issues regarding accounting principles and financial statement presentations including any significant changes in the Company's selection or application of accounting principles, as well as the clarity and completeness of the Company's financial statements and items that impact the representational faithfulness, verifiability and neutrality of accounting information;

   b) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and

   c) the effect of regulatory and accounting initiatives, and new accounting standards, on the financial statements of the Company; and

2. To discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards, applicable law or listing standards, including matters required to be discussed by Public Company Accounting Oversight Board (PCAOB) standards with Company management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations".

3. To discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and ratings agencies and the use of non-GAAP financial measures. These discussions need not occur in advance of each release or each provision of guidance.

4. To recommend to the Board of Directors that the audited financial statements be included in the Company's filings with the SEC.

C. **Performance and Independence of the Company's Independent Auditor.**

1. At least annually, to obtain and review a written report by the independent auditor describing:

   a) the independent auditing firm's internal quality control procedures;

b) any material issues raised by the most recent internal quality control review, PCAOB, or peer review, of the independent auditing firm;

c) any material issues raised by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent auditing firm;

d) any steps taken to deal with any issues raised in such internal quality control reviews, (PCAOB reviews) peer reviews, or governmental or professional authority inquiries or investigations; and

e) all relationships between the independent auditor and the Company.

2. To annually evaluate the independent auditor's qualifications, performance and independence, including a review and evaluation of the lead audit partner, taking into account the opinions of Company management and the Company's internal auditors, as well as receipt of the written letter from the independent auditor pursuant to relevant PCAOB rules regarding preapproval of non-audit services, and to report its conclusions to the Board.

3. To assure regular rotation of the lead audit partner, as required by law and consider rotation of the accounting firm serving as the Company's independent auditor.

4. To periodically meet separately with independent auditor.

5. To review and discuss with the Company's independent auditor:

a) the auditor's responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process;

b) the overall audit strategy;

c) the scope and timing of the annual audit, including the audit of internal control over financial reporting

d) any significant risks identified during the auditor's risk assessment procedures;

e) when completed, the results, including significant findings, of the annual audit; and

f) any other matters required to be discussed by current auditing standards.

6. To review and set clear hiring policies for employees or former employees of the independent auditor.

D. **Review of Services and Audit by Independent Auditor.**

1. To appoint, retain (with subsequent submission to the Company's shareholders for ratification), compensate, evaluate and terminate the Company's independent auditor, with sole authority to approve all audit engagement fees and terms (these responsibilities may not be delegated to Company management).

2. To establish and review policies and procedures for the Committee's preapproval of permitted services by the Company's independent auditor on an ongoing basis. At least annually, to pre-approve all audit and non-audit services to be provided to the Company by its independent auditor (this responsibility may not be delegated to Company management and, to the extent that this responsibility is delegated to one or more members of the Committee, such member(s) must report such pre-approvals at the next scheduled meeting of the Committee).

3. To engage with the independent auditor with respect to any disclosed relationships or services that may affect the independence and objectivity of the auditor and ensure that the Company's independent auditor does not perform any non-audit services that are prohibited by law or regulation.

4. To review the scope of the annual audit to be performed by the Company's independent auditor.

5. To review with the independent auditor any audit problems or difficulties encountered in the course of the audit work, and Company management's responses.

6. To review the audit report and recommendations, including the identification of any critical audit matters, submitted by the Company's independent auditor.

7. To review the report required by Section 10A(k) of the Securities Exchange Act of 1934 from the independent auditor concerning:

   a) Critical accounting policies and practices to be used in the audit;

   b) Alternative treatments of financial information within GAAP that have been discussed with Company management, ramifications of the use of such alternative disclosure and treatments, and the treatment preferred by the independent auditor; and

   c) Other material written communications between the independent auditor and Company management, such as any management letter or schedule of unadjusted differences.

E. **Performance of the Company's Internal Audit Function.**

1. To periodically meet separately with the internal audit leader.

2. To review and approve the annual internal audit plan.

3. To receive and review summaries and reports from the internal audit leader with respect to his or her review of the operations of the Company and the systems of internal controls and, where deemed appropriate, management's responses thereto.

4. To review the activities, organizational structure, budget, staffing and qualifications of the internal audit function.

5. To annually review and approve the internal audit charter.

6. To approve decisions regarding the appointment and removal of the internal audit leader.

7. To annually review the remuneration of the internal audit leader.

F. **Performance of the Company's Ethics and Compliance Function.**

1. To oversee the Company's Ethics and Compliance Committee, which has operational responsibility for the development, assessment and execution of the Company's Ethics and Compliance Program.

2. To, at least annually, review the results of the Company's assessment of the implementation and effectiveness of its Ethics and Compliance program.

3. To periodically (at least annually) meet separately with the Company's ethics and compliance leader.

4. To review the activities, organizational structure, staffing and qualifications of the compliance function.

G. **Controls Within the Company.**

1. To periodically meet separately with Company management including Senior Finance and Accounting management.

2. To annually review major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies.

3. To assist the Board and the Company in interpreting and applying the Company's Worldwide Business Conduct Manual and other issues related to Company and Employee Governance and Ethics.

4. To review quarterly a report from the Company's chief executive and chief financial officer describing:

   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize, and report financial data; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.

5. To establish and review procedures for:

   a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and

b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

H. **Review of Risk Management.**

1. To discuss guidelines and policies to govern risk assessment and risk management;

2. To discuss the Company's major risk exposures and the steps Company management has taken to monitor and control such exposures;

3. To review the status of Corporate Security, the security for the Company's electronic data processing information systems, and the general security, including cybersecurity, of the Company's people, assets and information systems;

4. To review the status of the Company's financial instruments;

5. To review the Company's Pension and Insurance Programs;

6. Review, with the Company's Legal Function, any legal, compliance and regulatory matters that could have a significant impact on the Company's financial statements.

III. Membership, Structure and Operations.

A. **Committee Member Appointment and Removal.**

1. ***Appointment*.** At the first meeting of the Board following the annual meeting of shareholders the Board will, by resolution, designate the members of the Committee, which shall consist of not fewer than three (3) members. The Board may also appoint additional members from time to time throughout the year.

2. ***Removal*.** The Board may remove a member from the Committee at any time; provided, however, that if removing a member or members of the Committee would cause the Committee to have fewer than three (3) members, then the Board must at the same time appoint enough additional members to the Committee so that the Committee will have at least three (3) qualified members.

B. **Member Qualifications**. To be a member of the Committee, a Board member must meet the following requirements:

1. S/he must have, or obtain within a reasonable period of time after his/her appointment to the Committee, familiarity with the key issues relevant to the work of the Committee;

2. S/he must be independent as determined by the Board in accordance with the Company's Corporate Governance Guidelines, NYSE listing standards and applicable regulation;

3. S/he and members of his/her immediate family and entities of which s/he is a partner, member, officer, director or significant (greater than 10%) shareholder must not receive any compensation from the Company, except for his/her director's fees (prohibited compensation includes fees paid for accounting, consulting, legal, investment banking or financial advisory services);

4. S/he must not be the beneficial owner, directly or indirectly, of more than ten percent (10%) of any class of the Company's voting equity securities, or be an executive officer of the Company;

5. S/he must not be serving simultaneously on the audit committees of more than two (2) other companies, unless the Board determines that such service will not impair his/her ability to serve on the Committee; and

6. S/he must be financially literate, as determined by the Board and as defined in Appendix C (Audit Committee Guidelines) to the Procter & Gamble Corporate Governance Guidelines or must become financially literate.

7. At least one member of the Committee must have accounting or related financial management expertise as determined by the Board in accordance with applicable listing standards. At least one member of the Committee must be an "audit committee financial expert" as defined by the SEC, Appendix A (Guidelines for Determining Audit Committee Financial Expert) and Appendix C (Audit Committee Guidelines) to the Procter & Gamble Corporate Governance Guidelines. The person with accounting or related financial management expertise and the "audit committee financial expert" can be one and the same.

C. **Appointment and Removal of Chair.**

1. ***Appointment.*** At the time the Board appoints members of the Committee, the Board also will appoint one of the members to act as Chair of the Committee. In addition to chairing meetings of the Committee, the Chair will be the liaison to Company management and will be responsible for setting the agenda for meetings, reporting to the Board and being available to answer questions at annual meetings of shareholders. The Chair may temporarily delegate his or her responsibilities to another member of the Committee if s/he is not available to perform them.

2. ***Removal.*** The Chair may be removed by the Board at any time, provided that a new Chair is appointed by the Board at the same time.

D. **Quorum.** A majority of the Committee will constitute a quorum.

E. **Voting.** Each member of the Committee will have one vote.

F. **Required Vote.** Action may be taken with the approval of a majority of the Committee present at a duly constituted meeting. Actions may be taken without a meeting with the affirmative vote or approval of all members of the Committee.

G. **Delegation.** Except where otherwise prohibited, the Committee may delegate to a subcommittee or to the Chair the right to hear and determine any issue (whether specific or general) on behalf of the whole Committee, and the Committee may also

delegate administrative tasks to employees of the Company; provided, however, that no such delegation can alter the fundamental duties and responsibilities of the Committee. H. **Meetings.**

1. ***Frequency.*** The Committee will determine the number of meetings required in a particular year, which will be at least four (4) times per year.

2. ***Calling of Meetings.*** The Committee will meet at the request of any member of the Committee, at the time specified in the request.

3. ***Form of Meetings.*** Meetings may be in person or by telephone or other form of interactive real time electronic communication.

4. ***Notice of Meetings.*** Notice of meetings will be given to each member, normally at least one day before the meeting. Any meeting at which all members are present will be a duly called meeting, whether or not notice was given.

5. ***Participation in Meetings.*** The Committee may include in its meetings members of the Company's management, other members of the Board, or third parties; provided, however, that at least once per year the Committee will meet, without the Chief Executive Officer or other employees of the Company present, to discuss any matters that the Committee deems appropriate.

6. ***Reporting to the Board.*** At the next meeting of the Board after any Committee meeting, the Chair or his/her nominee will provide the Board with a report on the matters addressed at the Committee meeting.

IV. Authority to Retain Advisors. The Committee has the authority, in its sole discretion, to select, direct and, if appropriate, terminate such advisors, including legal counsel, as it deems necessary in the performance of its duties. The Company will provide appropriate funding, as determined by the Committee, to make reasonable compensation payments to any advisor retained by the Committee.

V. Annual Performance Evaluation of the Committee. At least annually, the Committee will evaluate how well it has fulfilled its purpose during the previous year and report its findings to the full Board.

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